



# Shareholders Engagement Policy

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## 1. Preamble

The Board of Directors of the Julius Berger Nigeria Plc (“Julius Berger” or “the Company”) values and promotes open dialogue and exchange of ideas with its shareholders. The Board is committed to engaging its Shareholders in constructive and meaningful communications that is consistent with Julius Berger’s confidential obligations and corporate governance disclosure.

This Policy outlines how the Board opts to communicate with the Shareholders, how shareholders should communicate with the Board and Management (“The Managers”) as well as the topics or matters in which both parties can engage.

## 2. Goals

The specific goals of this Policy are:

- To allow the Managers to be apprised of the Shareholders’ opinions and concerns in areas of corporate governance and sustainable development strategy;
- To increase Shareholders’ goodwill and trust;
- To maintain constructive, ongoing and effective dialogue with the Shareholders;
- To ensure that all Shareholders receive equal and fair treatment;
- To enhance the relationship between the Managers and the Shareholders;
- To align the interest of Shareholders with those of the Company;
- To provide an opportunity for the Company’s Managers to receive fresh perspectives or ideas.

## 3. Modes of Engagement

The Shareholders are engaged through the following:

### 3.1 In person

Formal general meetings: The Board encourages Shareholders to attend and participate at the Company’s general meetings;

- At each Meeting, the Chairs of each Board committee are available to respond to Shareholder questions. The Executive Directors are also in attendance to provide additional clarifications on items that may come up at the meetings;
- At the meeting, Shareholders are given the opportunity to ask questions and discuss. The Regulators have empowered Shareholders to ask questions on their observations or concerns arising from the Annual Reports and Consolidated Financial Statements either in writing prior to the meeting provided that such questions in writing are submitted no later than a date specified in the notice of the general meeting or/and at the Meeting;

Meetings between Investors, Managers and the Investor Relations team: At such events information is provided on matters concerning the activities of the Company as well as trends, new and expected developments in the financial sector;

### **3.2 Annual Report and Consolidated Financial Statements**

On an annual basis, through the Company's Annual Reports and Consolidated Financial Statements, information is provided to Shareholders pertaining to the Board and its individual Directors, the Company's corporate governance and executive compensation practices, amongst others;

### **3.3 The Issuers' portal of the Nigerian Exchange Group;**

### **3.4 Telecommunications;**

The Company will also communicate with the Shareholders through its various online platforms such as its social media platforms, web pages and by email and also by telephone conversations, teleconferences, and other virtual platforms;

### **3.5 Press and news releases and correspondences;**

### **3.6 Investor conferences and fora;**

### **3.7 Formally, in writing.**

## **4. Topics of Engagement with Shareholders**

The Company supports an open and transparent process for shareholders to contact the Board, the Chair and Management. In communication with shareholders, focus will typically (among other matters) be on addressing the following:

- Board structure, composition and diversity;
- Board of Directors' performance;
- Board of Directors succession planning process;
- Corporate governance practices and disclosure;
- General Board oversight, including committee mandates;
- Board of Directors compensation;
- Risk management;
- Subsidiaries;
- Shareholders proposals;
- Financial oversight (auditing and internal controls);
- Capital allocation;
- Executive structure and oversight; and
- Board's views on fundamental business decisions, which are being submitted to Shareholders for approval, such as mergers, acquisitions, divestitures and capitalization issues.

## 5. Mode of Communication

The Chair of the Board (Board Chair), Managing Director, and the Company Secretary are the Company's primary spokespersons to Shareholders and the investment community.

### 5.1 The Board

The preferred mode of communication with the Board is formal and in writing. Shareholders shall initiate communication directly with the Board of Directors by mail or email, care of the Company Secretary. The Company Secretary will directly engage with the Shareholder;

In all communications the Shareholders must identify themselves as required by Paragraph 5.3 of this Policy. This is to allow for the acknowledgement of receipt and respond accordingly;

Where a meeting request is made by a Shareholder:

- the Company Secretary will discuss such meeting request(s) with the Board Chair and determine whether they should be addressed by the Board or Management;
- the Board Chair may, after consultation with the Managing Director and Company Secretary, meet with a requesting shareholder(s);
- the Board Chair may meet, alone or with any other Directors or officers as deemed appropriate, with Shareholders throughout the year;

Where a meeting request is approved, the Company Secretary will confirm the meeting details and attendance. The meeting will focus on pre-determined topics in order to ensure compliance with applicable laws, such as selective disclosure rules and information disclosure policy;

Where a meeting is declined, such a decline will be formally communicated to the shareholder;

### 5.2 The Company Secretary

The Company Secretary is designated by the Board of Directors as the Investor Relations Officer and primary contact person for shareholders to receive and review communication and meeting requests addressed to the Board or the Company;

The Company Secretary is responsible for ensuring effective communication between the Managers and Shareholders;

The Company Secretary ensures that the communication received is properly communicated to the Board;

Shareholders who wish to discuss their shareholding account queries and other shareholders administrative issues should contact the Company Secretary by mail or email at:

Mailing Address	Email
Company Secretary, No. 10, Shettima A. Munguno Crescent   Utako 900 1081 FCT, Abuja	jbn.shareholders@julius-berger.com

Such mail or email should be marked “confidential”;

Shareholders can anonymously and confidentially raise issues concerning accounting, auditing and internal controls or violation of law and Code of Conduct and other matters pursuant to Julius Berger’s Whistleblowing Policy by following the Whistle reporting procedures as set out in the Company’s website, [julius-berger.com](http://julius-berger.com);

### **5.3 The Shareholder**

The Shareholders in their communications to the above addresses should state the following:

- the number and type of shares held;
- where a meeting is requested identify any other person who wishes to attend the meeting ;and
- provide an overview of the topic(s) to be discussed;

### **5.4 Communications**

In person or person to person should be formally documented and submitted to the Company Secretary within 14 (fourteen) days subsequent by the initiating party, and

At meetings shall be recorded by, the Company Secretary, if present, otherwise shall be recorded by the initiating party and submitted to the Company Secretary within 14 (fourteen) days subsequent to the meeting;

Communications with the Shareholders may be tabled for consideration at the meetings of the Board;

The Company will endeavor to respond to all appropriate correspondence in a timely manner.

## **6. Approval and Review of Policy**

The Nominations and Governance Committee (NGC) shall oversee this Policy and recommend any changes to the Board for approval;

This Policy may be amended only with the approval of the Group Board;

This Policy was approved by the Board of Directors on June 16, 2021 and shall be reviewed and updated periodically.

## Document Legend

S/N	Approved by	Date	Description of activity
1	NGC	June 14, 2021	Initial approval
2	Board	June 16, 2021	Initial approval